

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

26320-R
RECORDATION NO. _____ FILED

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SURFACE TRANSPORTATION BOARD

October 4, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of October 3, 2006. The primary document to which this is connected is recorded under Recordation No. 26320. We request that the copy of this document be recorded under Recordation No. 26320-R.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Assignee:

Farm Credit Services of Mid-America, PCA
1601 UPS Drive
Louisville, KY 40223

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of two GP-38-2 locomotives numbered BNSF 2017 and 2020.

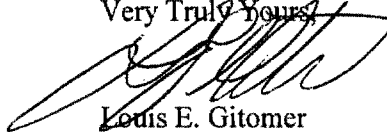
Honorable Vernon A. Williams
October 4, 2006
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and Farm Credit Services of Mid-America, PCA, 1601 UPS Drive, Louisville, KY 40223, covering two GP-38-2 locomotives numbered BNSF 2017 and 2020.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

OCT 04 '06

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

This Memorandum of Assignment and Agreement is dated as of October 3, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and FARM CREDIT SERVICES OF MID-AMERICA, PCA, 1601 UPS Drive, Louisville, KY 40223 ("FARM CREDIT"), the assignee.

WITNESSETH:

1. LASALLE, as lessor, entered into a Locomotive Lease Agreement (the "Lease") dated as of April 25, 2006 by and among LASALLE, as lessor, National Railway Equipment Company, and BNSF Railway Company, as lessee, for certain locomotives identified in the Attachment (the "Locomotives") to lessee. A Memorandum of Lease dated as of May 11, 2006 was recorded on May 12, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26320-A.

2. LASALLE and FARM CREDIT have entered a Master Assignment Agreement dated as of March 24, 2006, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING
CORPORATION

as Assignor

By: 

Name: NEIL S. KAPLAN

Title: FIRST VICE PRESIDENT

FARM CREDIT SERVICES OF MID-
AMERICA, PCA

as Assignee

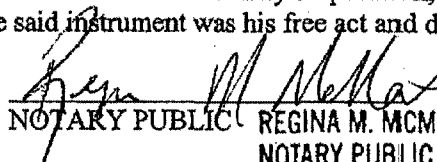
By: 

Name: Tim J. Enalty

Title: Credit Officer

STATE OF Maryland)
) ss
COUNTY OF Baltimore)

On this 31st day of October, 2006, before me personally appeared
NEIL S. KAPLAN, to me personally known, who being by me duly sworn, says
that (s)he is the FIRST V.P., of LaSalle National Leasing Corporation that
the foregoing instrument was signed on behalf of said limited liability corporation, and
(s)he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

My commission expires: 10-1-08

COMMONWEALTH OF KENTUCKY)
) ss
COUNTY OF)

On this ____ day of October, 2006, before me personally appeared
_____, to me personally known, who being by me duly sworn, says
that he is the _____, of Farm Credit Services of Mid-America, PCA
that the foregoing instrument was signed on behalf of said corporation, and he
acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF Maryland)
) ss
COUNTY OF Baltimore)

On this ____ day of October, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____, of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

COMMONWEALTH OF KENTUCKY)
) ss
COUNTY OF Jefferson)

On this 3 day of October, 2006, before me personally appeared Jim J. Fraley, to me personally known, who being by me duly sworn, says that he is the Credit Officer, of Farm Credit Services of Mid-America, PCA that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

James S. Sipe
NOTARY PUBLIC State At Large

My commission expires:

12-1-2007

ATTACHMENT

- Two (2) Locomotives numbered BNSF 2017 & BNSF 2020